



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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STEFANO FARSURA, et al.,

Plaintiffs,

- against -

QC TERME UC CORP, et al.,

Defendants.
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21-cv-9030 (AT) (RWL)

ORDER

ROBERT W. LEHRBURGER, United States Magistrate Judge.

This order resolves the issue concerning Defendants' assertion of privilege between Defendants QC Terme/MAP and White Bridge, as a basis for withholding production of certain documents, as reflected in excerpts from Defendants' privilege log at Dkt. 99-1, categories 2a, 2b, 2c, 2e, 2f, 7, 8. (See *also*, inter alia, Dkt. 99, 102, 109, 130, 132, 148, 151, 157.)

The Court finds that a common legal interest between QC Terme/MAP and White Bridge concerning anticipated litigation with Farsura attached as of the Milan dinner on October 26/27, 2017. Communications in the above categories are protected via the common interest privilege only to the extent the documents concerned legal advice concerning the anticipated or actual dispute with Farsura. Accordingly, communications regarding aspects of the corporate transactions and development of the Governors Island project -- such as transfer of assets (category 2b), dissolution of QC Terme US Holding (category 2c), obtaining a valuation of QC Terme NY LLC (category 2e), management and operations of QC Terme NY LLC (category 2f), tax treatment of QC Terme's US

entities (category 7), and potential financing through the federal EB-5 program (category 8) -- are not protected by common interest to the extent those communications did not concern the dispute with Farsura. However, those communications would still be protected to the extent they are attorney-client or attorney work product that were shared with White Bridge control group members on or after October 18, 2017, when White Bridge's minority acquisition of MAP closed. Communications between QC Terme/MAP and White Bridge that do not meet the foregoing criteria must be produced by Defendants, unless protected by another applicable privilege.

This order also resolves the issue concerning Plaintiff's interrogatories to Defendants seeking information about when Defendants issued document hold notices and first consulted counsel. (See Dkts. 148, 151.) Defendants' request for a protective order is granted. The information sought is collateral and not necessary to the Court's determination made above.

SO ORDERED.

A handwritten signature in black ink, appearing to read 'R. Lehrburger', with a long horizontal stroke extending to the right.

ROBERT W. LEHRBURGER
UNITED STATES MAGISTRATE JUDGE

Dated: September 12, 2022
New York, New York

Copies transmitted this date to all counsel of record.